

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

May 7, 1998

RECORDATION NO. 21419 FILED

MAY 18 '98 11-00AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Full Maintenance Lease Agreement ("**Memorandum**") made as of January 2, 1998 between the following parties:

| | |
|---------|---|
| Lessor: | Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111 |
| Lessee: | Public Service Company of Colorado c/o New Century Energies 600 South Tyler Amarillo, TX 79101 |

The equipment involved in this transaction is as follows:

| | |
|------------|--|
| Equipment: | One Hundred Fifteen (115) coal gondola railcars as more fully described in Schedule A to the Memorandum. |
|------------|--|

Please file this memorandum as a primary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 21419 FILED

MAY 18 '98

11-00 AM

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of January 2, 1998 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of January 2, 1998 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and PUBLIC SERVICE COMPANY OF COLORADO, a Colorado corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

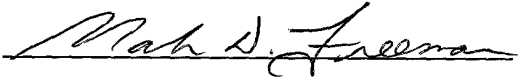
By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

PUBLIC SERVICE COMPANY OF COLORADO

By: 

Print Name: Mark D. Freeman

Its: Director Energy

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description:

Ninety-eight (98), 4,200 cubic foot, 105-ton capacity, steel, open top, single tub, western coal gondola railcars with rotary couplers; built by FMC Corporation in 1979 and 1980.

Unit Numbers:

HLMX 147000-147097

Equipment Description:

Seventeen (17), 4,000 cubic foot, 105-ton capacity, steel, open top, twin tub, western coal gondola railcars with rotary couplers; built by Bethlehem Steel Corporation in 1980.

Unit Numbers:

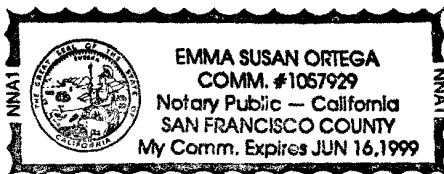
HJVS 140284, 140309, 140561
HLMX 140961, 140967, 140969, 140970, 140971, 140972, 141006, 141007, 141008,
141009, 141010, 141013, 141015, 141016

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 3, 1998, before me, Emma S. Ortega, personally
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

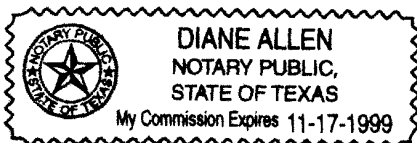
[Notarial Seal]

STATE OF Texas)
) S.S.
COUNTY OF Patten)

On February 5, 1998, before me, Mark Freeman, personally
appeared Mark Freeman, of Public Service Company
of Colorado

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.



Witness my hand and official seal.

Diane Allen
SIGNATURE OF THE NOTARY

[Notarial Seal]